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10 Attorneys for Defendant and Counterclaimant
 LIBERTY MUTUAL FIRE INSURANCE COMPANY

11
 12 UNITED STATES DISTRICT COURT
 13 NORTHERN DISTRICT OF CALIFORNIA

14 LARGO CONCRETE, INC., a California
 Corporation; N.M.N. CONSTRUCTION,
 15 INC., a California Corporation,

16 Plaintiffs,

17 v.

18 LIBERTY MUTUAL FIRE INSURANCE
 COMPANY, a Massachusetts Corporation,
 and DOES 1 through 100, inclusive.

19 Defendants.

20 Case No. C07-04651 CRB (ADR)

21 Hon. Charles R. Breyer
 [Complaint Filed: September 10, 2007]

**22 DECLARATION OF TED C. LINDQUIST,
 III IN SUPPORT OF LIBERTY MUTUAL
 FIRE INSURANCE COMPANY'S
 ADMINISTRATIVE MOTION TO FILE
 EXHIBITS B AND F TO THE FARKAS
 DECLARATION UNDER SEAL FOR *IN
 CAMERA* REVIEW**

23 Date: December 21, 2007

24 Time: 10:00 a.m.

25 Place: Courtroom 8

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 27
 28 AND RELATED COUNTERCLAIM

DECLARATION OF TED C. LINDQUIST, III

I, Ted C. Lindquist, III, declare as follows:

1. I am an attorney duly admitted to practice before this Court. I am partner with Sheppard, Mullin, Richter & Hampton LLP, attorneys of record for defendant Liberty Mutual Fire Insurance Company ("LMFIC"). I have personal knowledge of the facts set forth below and, if called and sworn as a witness, could and would testify competently thereto.

10 2. I submit this declaration in support of Liberty Mutual Fire Insurance
11 Company's Administrative Motion to File Exhibits B and F to the Farkas Declaration Under Seal
12 for In Camera Review.

14 3. Pursuant to N.D. Local Rule 11-5, on December 12, 2007, I sent a letter to
15 Nicholas Roxborough, counsel for plaintiff Largo Concrete, Inc., informing him that LMFIC
16 intended, along with its Reply Brief, to lodge with the Court Kern & Wooley LLP billing records
17 submitted to Liberty Mutual, and a compilation report prepared by Liberty Mutual which
18 describes the work performed by Craig Pynes for various Liberty Mutual entities while he was
19 employed by Kern & Wooley. I also informed Mr. Roxborough that because those documents
20 contain privileged information, LMFIC would be filing an Administrative Motion requesting the
21 Court to allow the filing of these documents under seal for its *in camera* review, and I requested
22 that plaintiff stipulate to the requested relief. A true and correct copy of my December 12 letter to
23 Mr. Roxborough is attached hereto as Exhibit Q.

1 4. On December 13, 2007, I received a letter from Mr. Roxborough denying
2 my request that he stipulate to the requested relief. A true and correct copy of Mr. Roxborough's
3 December 13 letter is attached hereto as Exhibit R.

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5 I declare under penalty of perjury, pursuant to the laws of the United States of
6 America, that the foregoing is true and correct.

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8 Executed this 14th day of December 2007 at San Francisco, California.

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TED C. LINDQUIST, III

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EXHIBIT "Q"



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Ted C. Lindquist, III
Writer's Direct Line: 415-774-2935
tlindquist@sheppardmullin.com

December 12, 2007

Our File Number: 080B-133286

VIA FACSIMILE ONLY

Nicholas Roxborough, Esq.
ROXBOROUGH, POMERANCE & NYE, LLP
5820 Canoga Avenue, Suite 250
Woodland Hills, California 91367
Facsimile: (818) 992-9991

Re: Largo v. Liberty Mutual Fire Ins. Co.

Dear Mr. Roxborough:

On Friday December 14, 2007, we will file Liberty Mutual's Reply Brief in Support of its Motion to Disqualify the Roxborough Firm. As you discussed with Mr. Falzetta yesterday at Mr. Pynes' deposition, along with our Reply Brief, we intend to lodge Kern & Wooley LLP billing records submitted to Liberty Mutual and a compilation report prepared by Liberty Mutual which describes the work performed by Mr. Pynes for various Liberty Mutual entities while he was employed by Kern & Wooley. Because those documents contain privileged information, we will be filing an Administrative Motion under N.D. Local Rule 79-5(b) asking the Court to allow the filing of these documents for *in camera* review.

Pursuant to N.D. Local Rule 7-11(a), please let me know by **the close of business on Thursday, December 13, 2007**, whether you will stipulate that these documents may be filed with the Court under seal. Thank you for your anticipated courtesy and cooperation.

Sincerely,

Ted C. Lindquist, III

for SHEPPARD, MULLIN, RICHTER & HAMPTON LLP

* * * COMMUNICATION RESULT REPORT (DEC. 12.2007 5:45PM) * * *

TTI SHEPPARD MULLIN SF

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213-620-1780 office | 213-620-1398 fax | www.sheppardmullin.comFACSIMILE COVER SHEET**** THIS FACSIMILE TRANSMISSION WILL NOT BE MAILED ****

Date: December 12, 2007

File Number: 080B-133286

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If all pages are not received, please call
Sheppard Mullin at 415, 774-2935TO:Nicholas Roxborough
ROXBOROUGH, POMERANCE
& NYE, LLPFacsimile No.

(818) 992-9991

Telephone No.

(818) 992-9999

From: Ted C. Lindquist, III

Re: Largo v. Liberty Mutual Ins. Co.

MESSAGE: Please see the attached letter dated today.

EXHIBIT "R"



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December 13, 2007

LOS ANGELES OFFICE
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VIA FACSIMILE

Ted C. Lindquist, III, Esq.
SHEPPARD MULLIN RICHTER & HAMPTON, LLP
 333 South Hope Street, Forty-Eighth Floor
 Los Angeles, CA 90071

Re: Largo Concrete v. Liberty Mutual Ins. Co.

Dear Mr. Lindquist:

This letter responds to your fax of yesterday which was sent at 5:44 p.m. and which requests a response by "the close of business" today. Yesterday I was out of the office the entire day and evening in mediation and I have just returned to the office this afternoon.

As phrased, we cannot possibly stipulate to the admission and review of documents that we haven't seen and that are being used allegedly to prove grounds for disqualifying Mr. Pynes and/or our firm. We find such to be highly prejudicial and wonder why in the world can't the privileged nature of these documents simply be redacted and submitted to all of us. That your letter does not describe anything specific about the 'proposed' documents, what the billing records purport to show, etc., also makes your request unreasonable.

While Mr. Falzetta spoke to me about this subject generally at Mr. Pynes' deposition, your letter offers no additional information and therefore we cannot under any circumstances at this point in time consider stipulating to documents for the reasons stated herein above. Indeed, we will obviously have to reserve whatever legal rights and remedies we have in this regard.

Letter to Lindquist
December 13, 2007
Page 2

Finally, it might have been a lot more helpful had this request been made last week, with specific information. Time is obviously short for you folks so we will leave this for the court to decide.

Very truly yours,

ROXBOROUGH, POMERANCE & NYE LLP

Dictated but not read

NICHOLAS P. ROXBOROUGH

NPR/lr

File No.: 07030.02

cc: Frank Falzetta, Esq. (Via Email)

Z:\Clients\Largo- Disqualification\Correspondence\071213.Ltr to Lindquist re document req and prod.doc